

mm2 Asia Ltd.

(Company Registration No. 201424372N)
(Incorporated in the Republic of Singapore)
(the "Company")

IMPORTANT

1. The EGM will be held, in a wholly physical format, at 87 Science Park Drive, The Oasis, Level 4 Auditorium, Singapore 118260 on 22 December 2023 at 1.30 p.m. There will be no option for Shareholders to participate virtually.
2. Unless otherwise defined, all capitalised terms used herein shall have the same meanings as the Circular dated 7 December 2023.
3. Pursuant to Section 181 of the Companies Act 1967 of Singapore, Relevant Intermediaries may appoint more than two (2) proxies to attend, speak and vote at the EGM.
4. For Central Provident Fund ("CPF") / Supplementary Retirement Scheme ("SRS") investors who have used their CPF / SRS monies to buy Shares in mm2 Asia Ltd., this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.
5. By submitting an instrument appointing a proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 December 2023.

PROXY FORM – EXTRAORDINARY GENERAL MEETING

I/We _____ (Name)

_____ (NRIC/Passport/Company Registration No.)

of _____ (Address)

being a member/members of mm2 Asia Ltd. (the "Company") hereby appoint:

| Name | Address | NRIC/ Passport No. | Proportion of Shareholding | |
|------|---------|--------------------|----------------------------|-----|
| | | | No. of Shares | (%) |
| | | | | |

*and/or (delete as appropriate)

| Name | Address | NRIC/ Passport No. | Proportion of Shareholding | |
|------|---------|--------------------|----------------------------|-----|
| | | | No. of Shares | (%) |
| | | | | |

or failing *him/her, the Chairman of the EGM of the Company, as *my/our *proxy/proxies to attend, speak and to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at 87 Science Park Drive, The Oasis, Level 4 Auditorium, Singapore 118260 on 22 December 2023 at 1.30 p.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion.

| No. | Ordinary Resolutions | No. of Votes 'For'*** | No. of Votes 'Against'*** | No. of Votes 'Abstain'*** |
|-----|--|--------------------------|------------------------------|------------------------------|
| 1. | To approve the Proposed Renounceable Non-Underwritten Rights Issue | | | |
| 2. | To approve the Transfer of Controlling Interest to OHL | | | |
| 3. | To approve the Transfer of Controlling Interest to GSH | | | |

*Delete where inapplicable

**If you wish to exercise all your votes 'For' or 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for the resolution, you are directing your proxy not to vote on the resolution on a poll and your votes will not be counted in computing the required majority on a poll.

| Total number of Shares in: | No. of Shares |
|----------------------------|---------------|
| (a) CDP Register | |
| (b) Register of Members | |

Signature(s) of Shareholder(s) /
Common Seal of Corporate Shareholder

Date

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of ordinary shares in the issued share capital of the Company (“**Shares**”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the register of members kept by the Share Registrar (“**Register of Members**”), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Shareholders who wish to exercise their voting rights at the EGM may:
 - (a) (where the Shareholder is an individual) attend and vote at the EGM; or
 - (b) (where the Shareholder is an individual or a corporation) appoint a proxy to vote on their behalf.

Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of poll.

Shareholders (including Relevant Intermediaries) who wish to vote on any or all of the resolutions at the EGM via proxy must submit a Proxy Form to appoint the proxy. The Proxy Form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Company’s registered office at 1002 Jalan Bukit Merah #07-11 Redhill Industrial Estate Singapore 159456; or
- (b) if submitted electronically, be submitted via email to main@zicoholdings.com,

in either case **no later than 1.30 p.m. on 19 December 2023, being 72 hours before the time appointed for the EGM.**

3. A member can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. A proxy need not be a member of the Company.
4. In the case of submission of this Proxy Form appointing the Chairman of the EGM as proxy, it must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
6. An investor who holds shares through CPF or SRS and wishes to vote, should approach their respective CPF Agent Banks (i.e. the agent banks approved by CPF) or SRS Operators (i.e. the agent banks included in the SRS) to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM (i.e. 13 December 2023).
7. The name of a Depositor (as defined under Section 81SF of the Securities and Futures Act 2001 of Singapore) must appear on the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”) as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

“**Relevant Intermediary**” has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 December 2023.